

# PrimeStone

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**Counter motions and election proposals regarding agenda item 9 "Elections to the Supervisory Board" of the Annual General Meeting convened for June 15, 2023 pursuant to Art. 53 SE Regulation in conjunction with Sections 126, 127 AktG**

Dear Sir or Madam,

We refer to the invitation to the Annual General Meeting scheduled for June 15, 2023, published on May 9, 2023. Please find proof of our shareholder status in the attachment. Moreover, our shareholder status is already apparent from the shareholders' register. The shareholder PrimeStone Capital Irish Holdco Designated Activity Company will attend the Annual General Meeting.

We are submitting the following counterproposals/election proposals regarding agenda item 9 "Elections to the Supervisory Board" of the agenda for the upcoming Annual General Meeting and request that they be made accessible pursuant to Art. 53 SE Regulation in conjunction with Sections 127, 126 AktG.

**Counter motions/election proposals for agenda item 9: elections to the Supervisory Board**

- I. The shareholder PrimeStone Capital Irish Holdco Designated Activity Company proposes, in deviation from the proposal of the Supervisory Board, to limit the term of office of all Supervisory Board members to be elected under this agenda item, until the Annual General Meeting resolving on the formal approval of the actions of the Supervisory Board for the financial year 2024.
- II. The shareholder PrimeStone Capital Irish Holdco Designated Activity Company proposes, in deviation from the election proposal of the Supervisory Board, that Mr. Geoff Wild, Portland, USA, independent consultant and non-executive board member is elected as a member of the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting which

resolves on the formal approval of the acts of the Supervisory Board for the financial year 2024.

- III. The shareholder PrimeStone Capital Irish Holdco Designated Activity Company proposes, in deviation from the election proposal of the Supervisory Board, that Ms. Joanna Dziubak, Paris, France, independent consultant and non-executive board member is elected as a member of the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting which resolves on the formal approval of the acts of the Supervisory Board for the financial year 2024.

Information for the proposed Supervisory Board candidates pursuant to Sections 127, 126, 125 (1) sentence 5 AktG:

- a) Geoff Wild

Geoff Wild is not a member of other statutory supervisory boards.

He is a member of the following comparable domestic and foreign supervisory bodies of business enterprises:

- CeramTec, Germany: Independent Advisory Board Member, Member of audit committee
- MKS Instruments, USA: Independent Director, Member of audit committee

- b) Joanna Dziubak

Joanna Dziubak is not a member of other statutory supervisory boards.

She is a member of the following comparable domestic and foreign supervisory bodies of business enterprises:

- Groupe Comte-Serres, France: Independent Non-Executive Director
- Wooskill, France: Member of the Advisory Board

**Reasons:**

The shortening of the term of the members of the Supervisory Board will allow to instill more accountability in the company's governance. More frequent elections allow Supervisory Board members to be more sensitive to shareholder interests and are recommended as best practice by reputable governance advisors.

The Supervisory Board's oversight of Brenntag has led the company to underperform both in terms of share price development and operational metrics against peers. Adding new Supervisory Board members will allow to bring fresh perspectives and the necessary skills to address the key strategic issues facing the company and resolve the underlying performance issues.

## Convenience Translation

Brief CVs of the proposed candidates, including information on their education and professional backgrounds, as well as further information regarding the above counter-motions can be found under the following link: <https://revivebrenntag.com/>.

There are no significant personal or business relationships within the meaning of section C.7 DCGK between our proposed candidates for election to the Supervisory Board and Brenntag SE, its group companies, the corporate bodies of Brenntag SE or any shareholder with a material interest in Brenntag SE.

The above-mentioned election proposals take into account the objectives specified by the Supervisory Board for its composition including the diversity targets in accordance with section C.1 DCGK and aim to fulfill the competency profile drawn up for the full Supervisory Board, taking into account expertise on sustainability issues of importance to the company.

At the AGM PrimeStone will submit a motion in accordance with section 137 AktG to the effect that the AGM will first vote on the above-mentioned countermotions if a minority of 10% of the shareholders so demands.